

**Corporate Filings for Parker Drilling Offshore Corporation,
a Delaware Corporation**

9122855





Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

PARKER DRILLING OFFSHORE CORPORATION
Filing Number: 127549500

Articles Of Incorporation
Articles Of Amendment
Articles Of Merger
Articles Of Amendment
Articles of Conversion

June 25, 1993
September 02, 1993
July 31, 1998
April 08, 1999
January 31, 2002

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 25, 2010.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade
Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PARKER DRILLING OFFSHORE COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-NINTH DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "PARKER DRILLING OFFSHORE COMPANY".

2744301 8100H

100226731

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841386

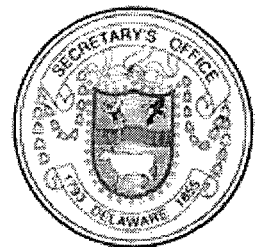
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for PARKER DRILLING OFFSHORE COMPANY whose file number is 2744301 on 03/01/2010 under request number 100226731 for authentication number 7841386.



[Back](#)



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Parker Drilling Offshore Corporation
Filing Number: 800069705

Application for Certificate of Authority
Articles of Merger
Public Information Report (PIR)

April 01, 2002
September 30, 2003
December 31, 2007

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 25, 2010.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade
Secretary of State

ARTICLES OF INCORPORATION
OF
HERCULES OPERATING CORPORATION

FILED
In the Office of the
Secretary of State of Texas

JUN 25 1993

Corporations Section

ARTICLE I

The name of the corporation is Hercules Operating Corporation.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the purpose of engaging in any lawful act, activity and/or business for which corporations may be organized under the Texas Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE V

No holder of any shares of any class of the corporation's authorized shares, or any other class of stock of the corporation hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (a) any unissued or treasury shares of any class of stock of the corporation (whether now or hereafter authorized), (b) any obligations, evidences of indebtedness, or other securities of the corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to, any such unissued or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the corporation

ARTICLE VI

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received.

ARTICLE VII

The address of the registered office of the corporation is 1212 Guadalupe, Suite 102, Austin, Texas 78701 and the name of its initial registered agent at such address is Capitol Corporate Services, Inc.

ARTICLE VIII

The name and address of the incorporator is as follows:

NAMEADDRESS

Klara A. Zehentmayr

4500 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201

ARTICLE IX

The number of directors constituting the Board of Directors on the date hereof is one (1) and the name and address of the person who is to serve as director until the next annual meeting of the shareholders, or until his successor or successors are elected and qualified, is as follows:

NAMEADDRESS

Howard M. Berkower

805 Third Avenue
New York, New York 10022

ARTICLE X

The corporation shall indemnify persons for whom indemnification is permitted by Article 2.02-1 of the Texas Business Corporation Act and such indemnification shall be made to the fullest extent permitted thereby.

ARTICLE XI

To the fullest extent permitted by law, directors and former directors of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director. No amendment of this Article XI shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

ARTICLE XII

The right to accumulate votes in the election of directors and/or cumulative voting by any shareholder is hereby expressly denied.

ARTICLE XIII

Any action required by the Texas Business Corporation Act, or other applicable laws, or any action which may be taken without a meeting, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE XIV

Special meetings of the shareholders of the corporation may be called by shareholders only if the holders of at least 10 percent (10%) of all shares entitled to vote at the proposed special meeting call such meeting.

The undersigned, the incorporator of this corporation, has signed these Articles of Incorporation on June 25, 1993.

Klara A. Zehentmayr
Klara A. Zehentmayr


FILED
In the Office of the
Secretary of State of Texas

SEP 2 1993

Corporations Section

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
HERCULES OPERATING CORPORATION

Pursuant to Article 4.04 of the Texas Business Corporation Act ("TBCA"), Hercules Operating Corporation, a Texas corporation (the "Corporation"), hereby adopts the following amendment ("Amendment"), which amends the Articles of Incorporation of the Corporation as follows:

FIRST: The name of the Corporation is Hercules Operating Corporation. 

SECOND: The Amendment was adopted by the Corporation's shareholders effective as of September 1, 1993.

THIRD: The Corporation has two outstanding shares of common stock, the holder of which is entitled to vote all such shares on the matter of the Amendment.

FOURTH: The Amendment was adopted by a Consent in Lieu of Special Meeting of the Sole Shareholder.

FIFTH: The Amendment does not provide for an exchange, reclassification or cancellation of issues shares of the Corporation.

SIXTH: The Amendment does not effect a change in the stated capital of the Corporation.

SEVENTH: The text of Article I of the Articles of Incorporation of the Corporation has been amended and now reads in its entirety as follows:

The name of the corporation is Hercules Offshore Corporation.

These Articles of Amendment have been executed this 1st day of September, 1993.

By:

J. Lundy Lewis

Title:

PRESIDENT

**CERTIFICATE OF INCORPORATION
OF
PARKER DRILLING OFFSHORE COMPANY**

FIRST: The name of the corporation is Parker Drilling Offshore Company.

SECOND: The registered office of the corporation in the State of Delaware is located at 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share.

FIFTH: The name of the incorporator is James J. Davis and his mailing address is c/o Parker Drilling Company, 8 East Third Street, Tulsa, Oklahoma 74103.

SIXTH: The names and mailing addresses of the directors, who shall serve until the first annual meeting of stockholders or until their successors are elected and qualified, are as follows:

<u>Names</u>	<u>Addresses</u>
James J. Davis	8 East Third Street Tulsa, Oklahoma 74103
I.E. Hendrix, Jr.	8 East Third Street Tulsa, Oklahoma 74103
Leslie D. Rosencutter	8 East Third Street Tulsa, Oklahoma 74103

The number of directors of the corporation shall be as specified in, or determined in the manner provided in, the bylaws. Election of directors need not be by written ballot.

SEVENTH: In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the corporation.


EIGHTH: Whenever a compromise or arrangement is proposed between the corporation and its creditors or any class of them and/or between the corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in

a summary way of the corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the corporation, as the case may be, and also on the corporation.

NINTH: No director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

TENTH: The corporation shall have the right, subject to any express provisions or restrictions contained in the certificate of incorporation or bylaws of the corporation, from time to time, to amend the certificate of incorporation or any provision thereof in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the corporation by the certificate of incorporation or any amendment thereof are subject to such right of the corporation.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring that this is my act and deed and that the facts herein stated are true, and accordingly have hereunto set my hand this 24th day of April, 1997.


James J. Davis
Incorporator

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PARKER DRILLING OFFSHORE COMPANY INTO
HERCULES OFFSHORE CORPORATION**

Pursuant to Section 253 of the Delaware General Corporation Law the undersigned does hereby certify:

A. Parker Drilling Offshore Company, a Delaware corporation (the "Company"), owns all of the issued and outstanding capital stock of Hercules Offshore Corporation, a Texas corporation ("HOC").

B. The Board of Directors of the Company by unanimous written consent dated July 1, 1998, adopted Resolutions, a true and correct copy of which are attached hereto as Attachment A, authorizing and approving the merger of the Company with and into HOC (the "Merger"), with HOC being the surviving entity.

C. The Merger has been approved by the sole stockholder of the Company by unanimous written consent dated July 1, 1998.

D. The surviving corporation will be responsible for the payment of all fees and franchise taxes as required by law, and will be obligated to pay such fees and franchise taxes if not timely paid.

E. The surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. A copy of such process shall be mailed by the Secretary of State to the surviving corporation at 11011 Richmond Avenue, Suite 500, Houston, Texas 77042.

F. The effective date of the Merger is 12:10 a.m. C.D.T. on July 31, 1998.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its President and attested by its Secretary, this 27th day of July, 1998.

HERCULES OFFSHORE CORPORATION

By: Thomas J. Seward II
Thomas J. Seward II, President

PARKER DRILLING OFFSHORE
COMPANY

By: James J. Davis
James J. Davis, President

Attest:

Leslie D. Rosencutter
Leslie D. Rosencutter, Secretary

mgp22 mgp22.doc

Attest:

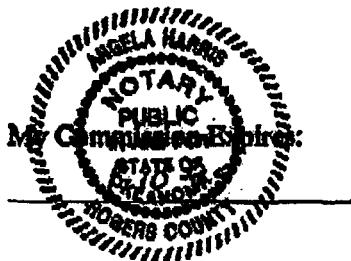
Leslie D. Rosencutter
Leslie D. Rosencutter, Secretary

ACKNOWLEDGMENT

STATE OF OKLAHOMA)
)
COUNTY OF TULSA)

On this 27th day of July, 1998, before me, the undersigned Notary Public, duly commissioned by the State of Oklahoma, personally came and appeared Thomas J. Seward II, President, and Leslie D. Rosencutter, Secretary, respectively, of Hercules Offshore Corporation, to me personally known, who being by me duly affirmed did say that he/she is the aforesaid respective officer of the corporation, that the foregoing Certificate of Ownership and Merger was signed on behalf of the corporation by authority of its Board of Directors, that said Certificate of Ownership and Merger is the free and voluntary act and deed of said officers and of said corporation and that the facts stated therein are true.

Angela Harris
Notary Public

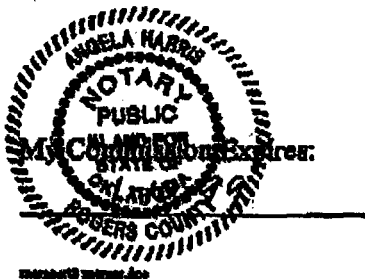


ACKNOWLEDGMENT

STATE OF OKLAHOMA)
)
COUNTY OF TULSA)

On this 27th day of July, 1998, before me, the undersigned Notary Public, duly commissioned by the State of Oklahoma, personally came and appeared James J. Davis, President, and Leslie D. Rosencutter, Secretary, respectively, of Parker Drilling Offshore Company, to me personally known, who being by me duly affirmed did say that he/she is the aforesaid respective officer of the corporation, that the foregoing Certificate of Ownership and Merger was signed on behalf of the corporation by authority of its Board of Directors, that said Certificate of Ownership and Merger is the free and voluntary act and deed of said officers and of said corporation and that the facts stated therein are true.

Angela Harris
Notary Public



**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
PARKER DRILLING OFFSHORE COMPANY
ADOPTED BY
UNANIMOUS WRITTEN CONSENT**

The undersigned, being all of the Directors of Parker Drilling Offshore Company, a Delaware corporation (the "Company"), do hereby adopt and consent to the adoption of the following resolutions with the same force and effect as if such resolutions had been duly presented and adopted at a special meeting of the Board of Directors of the Company duly called and held on July 1, 1998:


WHEREAS, the Board of Directors has determined that it is in the best interest of the Company for the Company to merge with and into its wholly-owned subsidiary Hercules Offshore Corporation ("HOC");

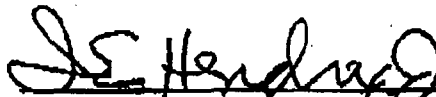
NOW, THEREFORE, BE IT RESOLVED, that effective 12:10 a.m., C.D.T. on July 31, 1998, the Company shall merge with and into HOC (the "Merger") with HOC being the survivor of the Merger,

FURTHER RESOLVED, that upon consummation of the Merger, the outstanding stock of HOC held by the Company shall be distributed to the sole shareholder of the Company upon surrender of any certificates therefor; and

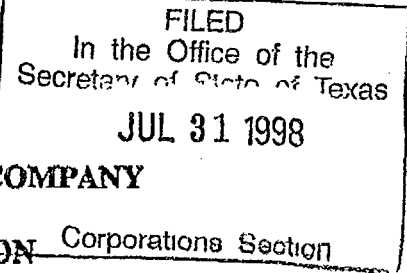
RESOLVED FURTHER, that the officers of the Company be and they are hereby authorized, empowered and directed to do and perform all such acts and things, and execute all such documents, as they may deem necessary, desirable and proper in order to consummate the Merger contemplated under these Resolutions and to carry out the intent and purpose of the foregoing Resolutions.

DATED and consented to this 1st day of July, 1998.


James J. Davis


I. E. Hendrix, Jr.


Leslie D. Rosencutter

ARTICLES OF MERGER**MERGING PARKER DRILLING OFFSHORE COMPANY****WITH AND INTO****HERCULES OFFSHORE CORPORATION**

TO THE SECRETARY OF STATE OF THE STATE OF TEXAS:

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, **PARKER DRILLING OFFSHORE COMPANY**, a corporation organized under the laws of the State of Delaware and the sole stockholder of **HERCULES OFFSHORE CORPORATION**, a corporation organized under the laws the State of Texas, hereby executes the following articles of merger:

1. Name of Parent: Parker Drilling Offshore Company, a corporation organized under the laws of the State of Delaware
Name of Subsidiary: Hercules Offshore Corporation, a corporation organized under the laws of the State of Texas
2. Parker Drilling Offshore Company, the parent, owns 18,034,384 shares, representing 100% of the outstanding capital stock of Hercules Offshore Corporation, the subsidiary.
3. The Board of Directors of Parker Drilling Offshore Company (the "Company") adopted the following resolutions by unanimous written consent dated July 1, 1998:

WHEREAS, the Board of Directors has determined that it is in the best interest of the Company for the Company to merge with and into its wholly-owned subsidiary Hercules Offshore Corporation ("HOC");

NOW, THEREFORE, BE IT RESOLVED, that effective July 31, 1998, the Company shall merge with and into HOC (the "Merger") with HOC being the survivor of the Merger;

FURTHER RESOLVED, that upon consummation of the Merger, the outstanding stock of HOC held by the Company shall be distributed to the sole shareholder of the Company upon surrender of any certificates therefor; and

RESOLVED FURTHER, that the officers of the Company be and they are hereby authorized, empowered and directed to do and perform all such acts and things, and execute all such documents, as they may deem necessary, desirable and proper in order to consummate the Merger contemplated under

these Resolutions and to carry out the intent and purpose of the foregoing Resolutions.

4. The surviving corporation will be responsible for the payment of all fees and franchise taxes as required by law, and will be obligated to pay such fees and franchise taxes if not timely paid.

5. The Effective Time of the Merger shall be 12:10 a.m., C.D.T. on July 31, 1998, or, if later, at such time as a Certificate of Ownership and Merger shall have been filed with the Secretary of State of the State of Delaware and Articles of Merger shall have been filed in the offices of the Secretary of State of the State of Texas (the "Effective Time").

Dated: July 27, 1998

PARKER DRILLING OFFSHORE COMPANY


James J. Davis, President

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas
APR 8 1999
Corporations Section

Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

The name of the corporation is Hercules Offshore Corporation. (State the name of the corporation as currently shown in the records of the secretary of state. If the amendment changes the name of the corporation, state the old name and not the new name here.)

ARTICLE TWO

The following amendment to the articles of incorporation was adopted by the shareholders of the corporation on April 1, 1999. (Insert concise statement of the general nature of the amendment. For example, The articles of incorporation are amended to increase the authorized shares of the corporation.)
The articles of incorporation are amended to change the name of the corporation.

(IF THE AMENDMENT ALTERS OR CHANGES ANY PROVISION OF THE ORIGINAL, AMENDED, OR RESTATED ARTICLES OF INCORPORATION, INSERT THE FOLLOWING)

The amendment alters or changes article 1 of the [original, amended, or restated] articles of incorporation and the full text of each provision as altered is as follows

The name of the corporation is: Parker Drilling Offshore Corporation

(IF THE AMENDMENT IS AN ADDITION TO THE ORIGINAL, AMENDED, OR RESTATED ARTICLES OF INCORPORATION, INSERT THE FOLLOWING)

The amendment is an addition to the [original, amended, or restated] articles of incorporation and the full text of each provision added is as follows

N/A

(IF THE AMENDMENT DELETES ANY PROVISION OF THE [ORIGINAL, AMENDED, OR RESTATED] ARTICLES OF INCORPORATION, INSERT THE FOLLOWING)

The amendment deletes (a portion) (all) of article n/a of the [original, amended, or restated] articles of incorporation. The part that was deleted read as follows

N/A

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 18,034,384, and the number of shares entitled to vote thereon was 18,034,384.

(IF ANY CLASS OR SERIES IS ENTITLED TO VOTE ON THE AMENDMENT AS A CLASS, INSERT THE FOLLOWING)

The designation and number of outstanding shares of each class or series entitled to vote thereon as a class were as follows:

Class or Series	Number of Shares Outstanding and Entitled to Vote as a Class
<u>N/A</u>	<u></u>
<u></u>	<u></u>

ARTICLE FOUR

(IF THE AMENDMENT WAS ADOPTED BY VOTE AT A MEETING, USE THE FOLLOWING-)

The number of shares voted for such amendment was n/a ; and the number of shares voted against such amendment was n/a.

(IF ANY CLASS OR SERIES IS ENTITLED TO VOTE ON THE AMENDMENT AS A CLASS, INCLUDE THE FOLLOWING)

The number of shares of each class or series entitled to vote as a class or series voted for or against such amendment as follows:

Class or Series	Number of Shares Voted	
	For	Against
<u>N/A</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(IF THE AMENDMENT WAS ADOPTED BY UNANIMOUS WRITTEN CONSENT OF ALL SHAREHOLDERS USE THE FOLLOWING)

✓ The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given

(IF THE AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR CANCELLATION OF ISSUED SHARES, AND THE MANNER IN WHICH THE SAME IS TO BE EFFECTED IS NOT SET FORTH IN THE AMENDMENT, INSERT THE FOLLOWING)

ARTICLE FIVE

The manner in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected is as follows N/A

(IF THE AMENDMENT EFFECTS A CHANGE IN STATED CAPITAL, INSERT THE FOLLOWING-)

ARTICLE SIX

The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: N/A

Dated April 7, 1999.

Hercules Offshore Corporation
Name of Entity
By: Thomas L. Wingarter
Its: President
Authorized Officer of Corporation

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

March 12, 2010

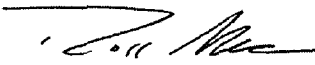
Job Number: C20100312-1667
Reference Number: 00002630847-00
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
C3045-2002-001	Articles of Incorporation	5 Pages/1 Copies



Respectfully,


ROSS MILLER
Secretary of State

Certified By: Christine Rakow
Certificate Number: C20100312-1667
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

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(Note: Navigating away from this site while filing online may produce unexpected results upon your return.)

Certificates/Certified Copies

The following items were Certified for Job **C20100312-1667**

Description	Date Issued
CERTIFIED FILE STAMPED COPY FOR ARTICLES OF INCORPORATION C3045-2002-001	3/12/2010 3:54:42 PM
CERTIFIED FILE STAMPED COPY FOR AMENDMENT C3045-2002-003	3/12/2010 3:54:42 PM
CERTIFIED FILE STAMPED COPY FOR MERGER C3045-2002-005	3/12/2010 3:54:42 PM
CERTIFIED FILE STAMPED COPY FOR MERGER C3045-2002-006	3/12/2010 3:54:42 PM

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P302-52548

(175.00)Pe

FILED # 03045-02

FEB 05 2002

IN THE OFFICE OF
JAN 2002
DEAN HILLMAN SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PARKER DRILLING OFFSHORE CORPORATION

ARTICLE ONE. The name of the corporation is PARKER DRILLING OFFSHORE CORPORATION.

ARTICLE TWO. The name of the corporation's resident agent in the State of Nevada is CSC Services of Nevada, Inc. and the street address of said resident agent whom process may be served on the corporation is 502 East John Street, Carson City, Nevada 89706. The mailing address and the street address of the said resident agent are identical.

ARTICLE THREE. The corporation is organized for the purpose of engaging in any lawful act, activity and/or business for which corporations may be organized under the laws of the State of Nevada.

ARTICLE FOUR. The total authorized capital stock of the corporation is one thousand (1,000) shares of common stock, having a per value of One Dollar (\$1.00) each.

No holder of any shares of any class of the corporation's authorized shares, or any other class of stock of the corporation hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (a) any unissued or treasury shares of any class of stock of the corporation (whether now or hereafter authorized), (b) any obligations, evidences of indebtedness, or other securities of the corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to, any such unissued or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the corporation.

ARTICLE FIVE. The governing board of this corporation shall be known as the "Board of Directors" and any member of said Board shall be known as a "Director".

The number of directors constituting the Board of Directors on the date hereof is three (3) and the name and address of the persons who are to serve as directors until the next annual meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Steve Pittillo	1401 Enclave Parkway, Suite 600 Houston, Texas 77077
Bruce J. Korver	1401 Enclave Parkway, Suite 600 Houston, Texas 77077
David W. Tucker	1401 Enclave Parkway, Suite 600 Houston, Texas 77077

The number of directors of the corporation may be increased or decreased in the manner provided in the Bylaws of the corporation; provided, that the number of directors shall never be less than one. In the interim between elections of directors by stockholders entitled to vote, all vacancies, including vacancies caused by an increase in the number of directors and including vacancies resulting from the removal of directors by the stockholders entitled to vote which are not filled by said stockholders, may be filled by the remaining directors, though less than a quorum.

ARTICLE SIX. The capital stock of the corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to pay debts of the corporation, and no paid up stock and no stock issued as fully paid up shall ever be assessable or assessed.

ARTICLE SEVEN. The name and post office address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Ronald C. Potter	3700 First Place Tower 15 East 5 th Street Tulsa, Oklahoma 74103-4344

ARTICLE EIGHT. The period of existence of this corporation shall be perpetual.

ARTICLE NINE. The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of the State of Nevada, as the same may be amended and supplemented.

ARTICLE TEN. The corporation shall, to the fullest extent permitted by the General Corporation Law of the State of Nevada, as the same may be amended and supplemented, indemnify each director and officer of the corporation against any and all claims and liabilities to which he or she has or shall become subject for breach of fiduciary duty as a director or officer provided, however, that no such person shall be indemnified against any claim or liability arising out of acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or the payment of dividends in violation of the corporation laws of the State of Nevada.

The foregoing rights shall not be exclusive of other rights to which any director or officer may otherwise be entitled, and in the event of his or her death, shall extend to his or her heirs, executors and administrators. The foregoing rights shall be available whether or not the director or officer continues to be a director or officer at the time of incurring or becoming subject to such claim or liability.

ARTICLE ELEVEN. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized, subject to the by-laws, if any, adopted by the shareholders, to make, alter or amend the by-laws of the corporation.

ARTICLE TWELVE. Meetings of stockholders may be held within or without the State of Nevada, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Nevada at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

ARTICLE THIRTEEN. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator herein before named, for the purpose of forming a corporation pursuant to the Nevada Revised Statutes, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 31st day of January, 2002.



Ronald C. Potter

COUNTY OF TULSA)
STATE OF OKLAHOMA) ss.
UNITED STATES OF AMERICA)

Before me, the undersigned, a Notary Public duly commissioned by the State of Oklahoma of the United States of America, hereby certify that the foregoing document was duly signed before me by Ronald C. Potter, as his free and voluntary act and deed for the purposes and uses therein set forth.

WITNESS my official hand and seal this 31st day of January, 2002.

(SEAL)

Diana L. Collins
Notary Public

My Commission Expires:



**202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708**

**Certificate of Acceptance
of Appointment by
Resident Agent**

Office Use Only:

FILED # C3045-02

FEB 05 2002

General instructions for this form:

1. Please print legibly or type; Black Ink Only.
2. Complete all fields.
3. Ensure that document is signed in signature field.

IN THE OFFICE OF
Don Heller
 DON HELLER SECRETARY OF STC

In the matter of PARKER DRILLING OFFSHORE CORPORATION
(Name of business entity)

I, CSC SERVICES OF NEVADA, INC., hereby state that on 2/5/2002
(Name of resident agent) (Date)

I accepted the appointment as resident agent for the above named business entity.

The street address of the resident agent in this state is as follows:

502 EAST JOHN STREET

Physical Street Address

E

Suite number

CARSON CITY _____, NEVADA
City

89706
Zip Code

Optional:

Additional Mailing Address

Suite number

City _____ State _____

Zip Code _____

Signature:

Authorized Signature of R.A. or On Behalf of R.A. Company

2/5/2002

Date

**ARTICLES OF CONVERSION
OF
PARKER DRILLING OFFSHORE CORPORATION**

FILED
In the Office of the
Secretary of State of Texas

JAN 31 2002

Corporations Section

Pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act, the undersigned, Parker Drilling Offshore Corporation, a Texas corporation, certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act.

1. A Plan of Conversion was approved and adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the conversion of Parker Drilling Offshore Corporation, a Texas corporation (the "Company"), to Parker Drilling Offshore Corporation, a Nevada corporation (the "Converted Entity").
2. An executed Plan of Conversion is on file at the principal place of business of the Company at 1401 Enclave Parkway, Suite 600, Houston, Texas, 77077, and will be furnished by the Company or by the Converted Entity on written request and without cost to any shareholder of the Company or the Converted Entity.
3. The approval of the Plan of Conversion was duly authorized by all action required by the laws under which the Company is incorporated and by its constituent documents.
4. Parker Drilling Company, the holder of 100% of the issued and outstanding common stock of the Company, approved, adopted and consented to the Plan of Conversion and the consummation thereof as evidenced by the unanimous written consent of all shareholders of the Company dated January 28, 2002.
5. The Converted Entity will be responsible for the payment of all fees and franchise taxes as required by law, and will be obligated to pay such fees and franchise taxes if not timely paid.
6. The effective date of the conversion shall be January 31, 2002 at 12:02 a.m. C.D.T. in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act.

Dated this 28th day of January, 2002.

PARKER DRILLING OFFSHORE
CORPORATION

By: David A. Tucker
David Tucker, Vice President

PLAN OF CONVERSION

OF

PARKER DRILLING OFFSHORE CORPORATION

This Plan of Conversion ("Plan") is made and entered into as of the 28th day of January, 2002, by Parker Drilling Offshore Corporation, a Texas corporation (the "Company").

WHEREAS, the Company believes it is desirable and in the best interests of the Company and its shareholder that the Company convert its corporate domestication from the State of Texas to the State of Nevada in accordance with the Texas Business Corporation Act ("TBCA"), Article 5.17, the Nevada Revised Statutes ("NRS"), Section 92A.195, and this Plan (the "Conversion"); and

WHEREAS, the Conversion is permitted and is not inconsistent with the laws of the State of Texas or the State of Nevada.

NOW, THEREFORE, in consideration of the premises herein contained:

1. Conversion; Effective Date. Pursuant to the terms and provision of this Plan, Section 5.17 of the TBCA and Section 92A.195 of the NRS, the Company shall be converted from a Texas corporation to a Nevada corporation upon the filing of Articles of Conversion with the Secretary of State of Texas, and the filing of Articles of Conversion and Articles of Incorporation with the Secretary of State of Nevada. The conversion shall become effective on January 31, 2002 (the "Effective Date"). On the Effective Date, the Texas corporate existence of the Company shall cease, and the Company will continue its existence in the organizational form of a Nevada corporation (hereinafter, the "Converted Entity"). The Converted Entity shall succeed, without other transfer or further act or deed whatsoever to all the rights, property and assets of the Company and shall be subject to and liable for all the debts and liabilities of the Company. The name of the Converted Entity, and its identity, existence, purposes, rights, immunities, properties, liabilities and obligations shall be unaffected and unimpaired by the Conversion, except as expressly provided herein. Further, title to all real estate and other property owned by the Company shall, by virtue of the Conversion, be vested in the Converted Entity without reversion or impairment.
2. Certificate of Incorporation of the Converted Entity. The Articles of Incorporation filed with the Secretary of State of Nevada in accordance with chapter 78 of the NRS, shall be the Articles of

Incorporation of the Converted Entity. The Articles of Incorporation of the Converted Entity shall be in substantially the form attached hereto as Exhibit A.

3. Manner of Conversion. Upon consummation of the Conversion: (i) the 4,000,000 shares of Class A Preferred Stock, par value \$1.00 per share, of the Company, held by Parker Drilling Company, the sole holder of all of the issued and outstanding shares of Class A Preferred Stock, shall, by virtue of the Conversion and without action on the part of the holder thereof, be cancelled; and (ii) the 18,034,384 shares of Common Stock, par value \$1.00 per share, of the Company, held by Parker Drilling Company, the sole holder of all of the issued and outstanding shares of Common Stock, shall, by virtue of the Conversion and without action on the part of the holder thereof, be cancelled and shall be converted into 1,000 shares of Common Stock, par value \$1.00 per share, of the Converted Entity.
4. Bylaws. No change in the Bylaws of the Company shall be effected by the Conversion, and the Bylaws of the Company in effect upon consummation of the Conversion shall be the Bylaws of the Converted Entity.
5. Initial Officers and Directors. Upon consummation of the Conversion, the officers and directors of the Company shall continue as the officers and directors of the Converted Entity, until the next annual meeting of the shareholders, and until their successors are duly elected and shall qualify, unless they earlier die, resign or are removed.

Dated this 28th day of January, 2002.

PARKER DRILLING OFFSHORE
CORPORATION

By: 
David Tucker, Vice President

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

March 12, 2010

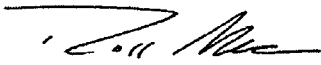
Job Number: C20100312-1667
Reference Number: 00002630847-00
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
C3045-2002-003	Amendment	2 Pages/1 Copies



Respectfully,


ROSS MILLER
Secretary of State

Certified By: Christine Rakow
Certificate Number: C20100312-1667
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

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CERTIFIED FILE STAMPED COPY FOR ARTICLES OF INCORPORATION C3045-2002-001	3/12/2010 3:54:42 PM
CERTIFIED FILE STAMPED COPY FOR AMENDMENT C3045-2002-003	3/12/2010 3:54:42 PM
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FEB 05 02 (TUE) 11:48

CSC TALL

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

P102-51548 (325.00) 16

Office of the Secretary of State

FILED # C 3045-02

CERTIFICATE OF CONVERSION
OF

FEB 05 2002

Parker Drilling Offshore Corporation
Filing Number: Nevada No-Permit

IN THE OFFICE OF
Gwyn Shea
SECRETARY OF STATE

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

of
PARKER DRILLING OFFSHORE CORPORATION
Filing Number: 127549500

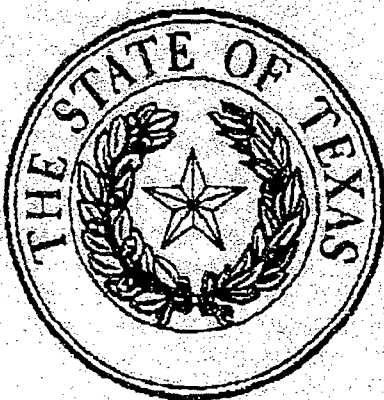
Converting it to

Parker Drilling Offshore Corporation

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 01/31/2002

Effective: 01/31/2002



Gwyn Shea

Gwyn Shea
Secretary of State

PHONE(512) 463-5555
Prepared by: Seain

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-5709

TTY7-1-1

**ARTICLES OF CONVERSION
OF
PARKER DRILLING OFFSHORE CORPORATION**

Pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act, the undersigned, Parker Drilling Offshore Corporation, a Texas corporation, certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act.

1. A Plan of Conversion was approved and adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the conversion of Parker Drilling Offshore Corporation, a Texas corporation (the "Company"), to Parker Drilling Offshore Corporation, a Nevada corporation (the "Converted Entity").
2. An executed Plan of Conversion is on file at the principal place of business of the Company at 1401 Enclave Parkway, Suite 600, Houston, Texas, 77077, and will be furnished by the Company or by the Converted Entity on written request and without cost to any shareholder of the Company or the Converted Entity.
3. The approval of the Plan of Conversion was duly authorized by all action required by the laws under which the Company is incorporated and by its constituent documents.
4. Parker Drilling Company, the holder of 100% of the issued and outstanding common stock of the Company, approved, adopted and consented to the Plan of Conversion and the consummation thereof as evidenced by the unanimous written consent of all shareholders of the Company dated January 28, 2002.
5. The Converted Entity will be responsible for the payment of all fees and franchise taxes as required by law, and will be obligated to pay such fees and franchise taxes if not timely paid.
6. The effective date of the conversion shall be January 31, 2002 at 12:02 a.m. C.D.T. in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act.

Dated this 28th day of January, 2002.

PARKER DRILLING OFFSHORE
CORPORATION

By: David W. Tucker
David Tucker, Vice President



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

FILED
In the Office of the
Secretary of State of Texas

APR 01 2002

~~Corporations Section~~

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of article 8.05 of the Texas Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in Texas:

1. The name of the corporation is Parker Drilling Offshore Corporation
2. A. If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add for use in Texas is _____

B. If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas _____

_____- 3. The federal tax identification number is 76-0409092
- 4. It is incorporated under the laws of Nevada
- 5. The date of its incorporation is February 5, 2002 and the period of duration is perpetual (State "perpetual" or term of years)
- 6. The address of its principal office in the state or country under the laws of which it is incorporated is 502 East John Street, Carson City, NV 89706
- 7. The street address of its proposed registered office in Texas is (a P.O. Box is not sufficient) 800 Brazos Austin, Texas, 78701
and the name of its proposed registered agent in Texas at such address is _____
Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company
- 8. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are any lawful act, activity and/or business for
which corporations may be organized under the laws of the State of Texas.
- 9. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated.

10. The names and respective addresses of its directors are:

NAME	ADDRESS
See attached officers/directors rider	

11. The names and respective addresses of its officers are:

NAME	ADDRESS (city and state)	OFFICE
See attached officers/directors rider		

12. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
1,000	Common		\$1.00

13. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
1,000	Common		\$1.00

14. The amount of its stated capital is \$ 1,000.00 . (See instructions for definition of stated capital.)
15. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.
16. The application is accompanied by a certificate issued by the secretary of state or other authorized officer of the jurisdiction of incorporation evidencing the corporate existence and dated within 90 days of the date of receipt of the application.

Parker Drilling Offshore Corporation

Name of Corporation

By: David W. Tucker

Its Vice President

Authorized Officer

Parker Drilling Offshore Corporation

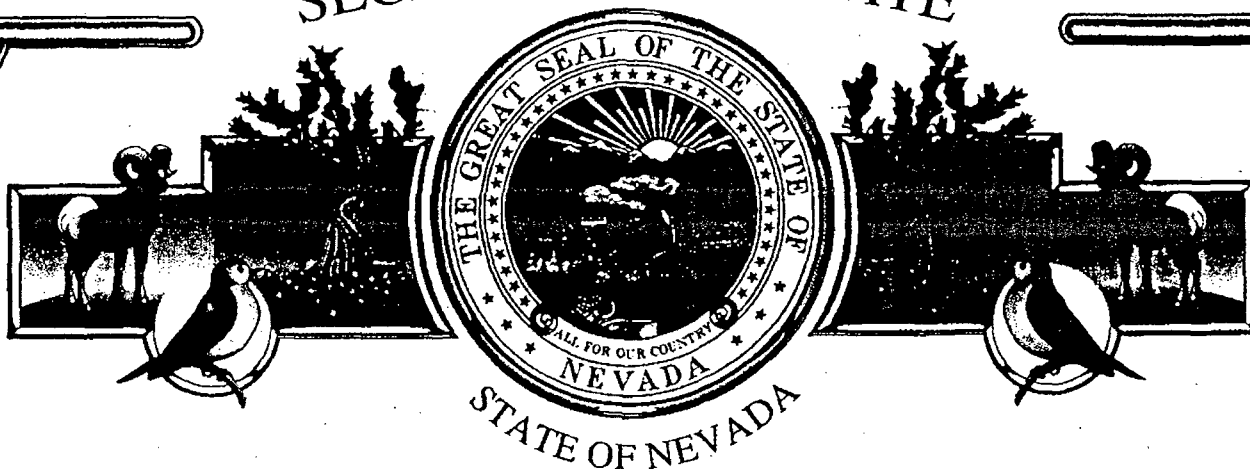
DIRECTORS

David W. Tucker **Director**
Primary Address: 1401 Enclave Parkway, Suite 600
Houston, TX 77077 USA

OFFICERS

Terry Seth Tidwell **Secretary**
Primary Address: 1401 Enclave Parkway
Suite 600
Houston Texas 77077 USA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PARKER DRILLING OFFSHORE CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 5, 2002, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on February 25, 2002.

Dean Heller

DEAN HELLER
Secretary of State

By

Joann Larsen

Certification Clerk



PARKER DRILLING OFFSHORE USA, LLC

March 27, 2002


Texas Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

Re: Parker Drilling Offshore Corporation
Application for Certificate of Authority

Dear Sir:

Please be informed that Parker Drilling Offshore USA, LLC., an Oklahoma limited liability company, hereby consents to the utilization of the name "Parker Drilling Offshore Corporation", by Parker Drilling Offshore Corporation, a Nevada corporation, in the State of Texas.

Very truly yours,



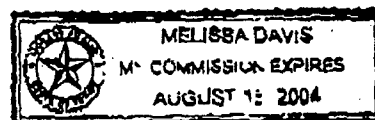
Toby Begnaud
Manager and Vice President

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

Subscribed and sworn to before me this 27th day of March, 2002.

Notary Public

My Commission Expires:

08-15-2004

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

March 12, 2010

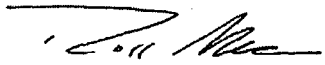
Job Number: C20100312-1667
Reference Number: 00002630847-00
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
C3045-2002-005	Articles of Merger	4 Pages/1 Copies



Respectfully,


ROSS MILLER
Secretary of State

Certified By: Christine Rakow
Certificate Number: C20100312-1667
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

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TA #325

ARTICLES OF MERGER
OF
PARKER DRILLING COMPANY LIMITED
(an Oklahoma corporation)
AND
PARKER DRILLING U.S.A. LTD.
(a Nevada corporation)
INTO
PARKER DRILLING OFFSHORE CORPORATION
(a Nevada corporation)

FILED # C3045-02

DEC 30 2002

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

FIRST: The name of the surviving entity is Parker Drilling Offshore Corporation and the place of its organization is the jurisdiction of the State of Nevada ("Parker Nevada"). The names and places of organization of the entities being merged into the surviving entity are Parker Drilling Company Limited, organized in the jurisdiction of the State of Oklahoma ("Parker Oklahoma"), and Parker Drilling U.S.A. Ltd., organized in the jurisdiction of the State of Nevada ("Parker USA"), the laws of each of which permit this merger.

SECOND: A plan of merger was adopted by each entity that is a party to this merger.

THIRD: The Agreement and Plan of Merger was adopted by each of Parker Oklahoma, Parker USA and Parker Nevada by unanimous consent of the shareholders entitled to vote.

FOURTH: The Articles of Incorporation of Parker Nevada, the surviving entity, were not amended by the plan of merger.

FIFTH: The complete executed Agreement and Plan of Merger is on file at the place of business of Parker Nevada at 1401 Enclave Parkway, Suite 600, Houston, Texas 77077, and a copy of the Agreement and Plan of Merger will be furnished by Parker Nevada on request, and without cost, to any owner of any entity which is a party to this merger.

SIXTH: All entities party to this merger have complied with the laws of their respective jurisdictions of organization concerning the merger.

SEVENTH: The merger shall be effective as of 11:59 A.M., Nevada time, on December 31, 2002.

PARKER DRILLING OFFSHORE
CORPORATION, a Nevada corporation

By: David W. Tucker
David W. Tucker, Vice President

STATE OF TEXAS)

COUNTY OF HARRIS)

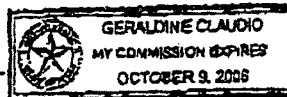
ss.

On December 27, 2002, personally appeared before me, a Notary Public, David W. Tucker, Vice President, and Bruce J. Korver, Secretary, of Parker Drilling U.S.A. Ltd., a Nevada corporation, who acknowledged to me that they executed the above instrument.

Geraldine Claudio
Notary Public

My Commission Expires:

12435912-1
Commission No.
[SEAL]

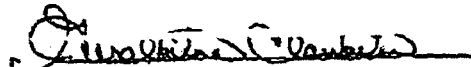


STATE OF TEXAS)

ss.

COUNTY OF HARRIS)

On December 27, 2002, personally appeared before me, a Notary Public, David W. Tucker, Vice President, and Cheryl L. Roberts, Secretary, of Parker Drilling Offshore Corporation, a Nevada corporation, who acknowledged to me that they executed the above instrument.


Notary Public

My Commission Expires:

12435912-1
Commission No.
[SEAL]




STATE OF TEXAS)

ss.

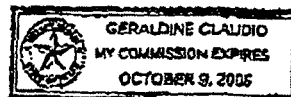
COUNTY OF HARRIS)

On December 27, 2002, personally appeared before me, a Notary Public, David W. Tucker, Vice President, and Bruce J. Korver, Secretary, of Parker Drilling Company Limited, an Oklahoma corporation, who acknowledged to me that they executed the above instrument.


Notary Public

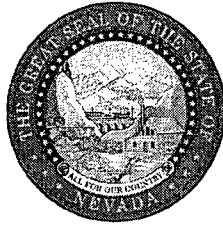
My Commission Expires:

12435912-1
Commission No.



STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

March 12, 2010

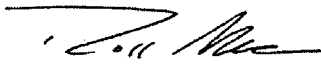
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Reference Number: 00002630847-00
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
C3045-2002-006	Articles of Merger	6 Pages/1 Copies



Respectfully,


ROSS MILLER
Secretary of State

Certified By: Christine Rakow
Certificate Number: C20100312-1667
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
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The following items were Certified for Job **C20100312-1667**

Description	Date Issued
CERTIFIED FILE STAMPED COPY FOR ARTICLES OF INCORPORATION C3045-2002-001	3/12/2010 3:54:42 PM
CERTIFIED FILE STAMPED COPY FOR AMENDMENT C3045-2002-003	3/12/2010 3:54:42 PM
CERTIFIED FILE STAMPED COPY FOR MERGER C3045-2002-005	3/12/2010 3:54:42 PM
CERTIFIED FILE STAMPED COPY FOR MERGER C3045-2002-006	3/12/2010 3:54:42 PM

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SEP-30-2003 11:07

C T CORP

P.02/21

(#325-)

ARTICLES OF MERGER
(Pursuant to Nevada Revised Statutes Chapter 92A)
(excluding 92A.200(4b))
- Remit in Duplicate -

FILED # C-3045-02

SEP 30 2003

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Important: Read instructions before completing form

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

Parker Energy Resources, Inc.
Name of merging entity

Texas
Jurisdiction

Corporation
Entity type*

and,

Mallard Peru Holdings, Inc.
Name of merging entity

Delaware
Jurisdiction

Corporation
Entity type*

and,

Parker Drilling Offshore Corporation
Name of surviving entity

Nevada
Jurisdiction

Corporation
Entity type*

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (If a foreign entity is the survivor in the merger - NRS 92A.190):

Attn: Mr. Ronald C. Potter
1401 Enclave Parkway, Suite 600
Houston, TX 77077

3) The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

*Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

4) Owner's approval (NRS 92A.200)(options a, b, or c may be used for each entity):

(a) Owner's approval was not required from:

Parker Energy Resources, Inc. and Mallard Peru Holdings, Inc.
Names of merging entities, if applicable

(b) The plan was approved by the required consent of the owners of *

Parker Drilling Offshore Corporation
Name of surviving entity, if applicable

(c) Approval of plan of merger to Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation

NA
Name of merging entity, if applicable

and, or:

NA
Name of surviving entity, if applicable

*Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

5) Amendments, if any to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200*:

NA

6) Location of Plan of Merger (check a or b):

☐ (a) The entire plan of merger is attached;

or

☒ (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200

7) Effective date (optional)**: September 30, 2003, 10:01 a.m., Carson City, Nevada time.

*Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed. Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. A resolution specifying the new changes or a form prescribed by the secretary of state must accompany the amended and restated articles.

**A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

8) Signatures -- Must be signed by:

An officer of each Nevada corporation; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*:

NA

Name of merging entity

SignatureTitleDateParker Drilling Offshore Corporation

Name of surviving entity

Bruce J. Korver
Signature BRUCE J. KORVERVICE PRESIDENT
Title9-25-03
Date

Exhibit A

**RESOLUTIONS ADOPTED BY
THE BOARD OF DIRECTORS OF
PARKER DRILLING OFFSHORE CORPORATION
(the "Corporation")**

Merger

WHEREAS, it is proposed that Parker Energy Resources, Inc., a Texas corporation and wholly-owned subsidiary of the Corporation, and Mallard Peru Holdings, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation, be merged with and into the Corporation (the "Merger"), with the Corporation as the surviving entity; and

WHEREAS, pursuant to the applicable state laws regarding the Merger, the only required approval to effect the Merger is the approval of the Corporation;

NOW, THEREFORE, BE IT:

RESOLVED, that the Merger be, and it hereby is, authorized and approved; and further

RESOLVED, that the Articles of Merger to be filed with the Secretary of State of the State of Texas (the "Texas Articles"), a form of which has been reviewed by the Board of Directors, be, and they hereby are, adopted and approved in all respects; and further

RESOLVED, that each officer of the Corporation be, and hereby is, authorized to execute and deliver the Texas Articles, with such changes therein as any officer executing the Texas Articles shall approve, such approval to be conclusively evidenced by such officer's execution thereof; and further

RESOLVED, that the Certificate of Merger, a form of which has been reviewed by the Board of Directors, be, and it hereby is, adopted and approved in all respects; and further

RESOLVED, that each officer of the Corporation be, and hereby is, authorized to execute and deliver the Certificate of Merger, with such changes therein as any officer executing the Certificate of Merger shall approve, such approval to be conclusively evidenced by such officer's execution thereof; and further

RESOLVED, that the Articles of Merger to be filed with the Secretary of State of the State of Nevada (the "Nevada Articles"), a form of which has been reviewed by the Board of Directors, be, and they hereby are, adopted and approved in all respects; and further

RESOLVED, that the Plan of Merger, a form of which has been reviewed by the Board of Directors, be, and it hereby is, adopted and approved in all respects; and further

RESOLVED, that each officer of the Corporation be, and hereby is, authorized to execute and deliver the Plan of Merger and the Nevada Articles, with such changes therein as any officer executing the Plan of Merger or the Nevada Articles shall approve, such approval to be conclusively evidenced by such officer's execution thereof; and further

General

RESOLVED, that each of the officers of the Corporation be, and hereby is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and deliver any and all articles, certificates, agreements, plans, instruments, reports, schedules, statements, consents, documents and information, and any and all amendments, restatements or supplements to any and all of the foregoing, and to incur all such fees and expenses as in such officer's judgment shall be necessary, appropriate or advisable with respect to the transactions contemplated by the foregoing resolutions, and to take all other actions that such officer deems necessary, appropriate or advisable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise to effectuate and carry out the purposes of the foregoing resolutions and to permit the transactions contemplated by the foregoing resolutions to be lawfully consummated, the taking of any such actions and the execution of any such agreements or other documents conclusively to evidence the due authorization thereof by the Corporation; and further

RESOLVED, that all lawful actions previously taken by any officer, director, representative or agent of the Corporation, by or on behalf of the Corporation or any of its affiliates in connection with the transactions contemplated by the foregoing resolutions be, and each of the same hereby is, adopted, ratified, confirmed and approved in all respects as the act and deed of the Corporation; and further

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and empowered to certify as to all matters pertaining to the acts, transactions or agreements contemplated in the foregoing resolutions.

ARTICLES OF MERGER
MERGING
PARKER ENERGY RESOURCES, INC.
a Texas corporation
AND
MALLARD PERU HOLDINGS, INC.
a Delaware corporation
WITH AND INTO
PARKER DRILLING OFFSHORE CORPORATION
a Nevada corporation

FILED
In the Office of the
Secretary of State of Texas
SEP 30 2003
Corporations Section

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act (the "TBCA"), the Parent Corporation (as defined below) hereby certifies as follows:

1. FIRST: The names and states of incorporation of the parent corporation and the subsidiary corporations of the merger (the "Merger") are as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>State</u>
Parker Drilling Offshore Corporation (the "Parent Corporation")	Corporation	Nevada
Parker Energy Resources, Inc. ("PER")	Corporation	Texas
Mallard Peru Holdings, Inc. ("MPR")	Corporation	Delaware
PER and MPR shall hereinafter be referred to as the "Subsidiary Corporations")		

SECOND: The Parent Corporation owns 100% of the issued and outstanding shares of stock of the Subsidiary Corporations.

THIRD: Attached as Exhibit A is a copy of the resolutions of the Parent Corporation approving the Merger, adopted on September 25, 2003 in accordance with the laws of the State of Texas and the constituent documents of the Parent Corporation.

FOURTH: The Parent Corporation will be responsible for payment of all fees and franchise taxes of the Subsidiary Corporations and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

FIFTH: The address, including street number, of the Parent Corporation at its registered or principal office is: 1401 Enclave Parkway, Suite 600, Houston, TX 77077.

SIXTH: The Merger shall be effective as of 12:01 p.m., Houston, Texas time, on September 30, 2003.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parent Corporation has caused these Articles of Merger to be executed by an authorized person, to be effective as of the date set forth herein.

PARKER DRILLING OFFSHORE CORPORATION

By: Bruce J. Horver
Name: BRUCE J. HORVER
Title: VICE PRESIDENT

Exhibit A

RESOLUTIONS ADOPTED BY
THE BOARD OF DIRECTORS OF
PARKER DRILLING OFFSHORE CORPORATION
(the "Corporation")

Merger

WHEREAS, it is proposed that Parker Energy Resources, Inc., a Texas corporation and wholly-owned subsidiary of the Corporation, and Mallard Peru Holdings, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation, be merged with and into the Corporation (the "Merger"), with the Corporation as the surviving entity; and

WHEREAS, pursuant to the applicable state laws regarding the Merger, the only required approval to effect the Merger is the approval of the Corporation;

NOW, THEREFORE, BE IT:

RESOLVED, that the Merger be, and it hereby is, authorized and approved; and further

RESOLVED, that the Articles of Merger to be filed with the Secretary of State of the State of Texas (the "Texas Articles"), a form of which has been reviewed by the Board of Directors, be, and they hereby are, adopted and approved in all respects; and further

RESOLVED, that each officer of the Corporation be, and hereby is, authorized to execute and deliver the Texas Articles, with such changes therein as any officer executing the Texas Articles shall approve, such approval to be conclusively evidenced by such officer's execution thereof; and further

RESOLVED, that the Certificate of Merger, a form of which has been reviewed by the Board of Directors, be, and it hereby is, adopted and approved in all respects; and further

RESOLVED, that each officer of the Corporation be, and hereby is, authorized to execute and deliver the Certificate of Merger, with such changes therein as any officer executing the Certificate of Merger shall approve, such approval to be conclusively evidenced by such officer's execution thereof; and further

RESOLVED, that the Articles of Merger to be filed with the Secretary of State of the State of Nevada (the "Nevada Articles"), a form of which has been reviewed by the Board of Directors, be, and they hereby are, adopted and approved in all respects; and further

RESOLVED, that the Plan of Merger, a form of which has been reviewed by the Board of Directors, be, and it hereby is, adopted and approved in all respects; and further

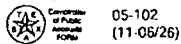
RESOLVED, that each officer of the Corporation be, and hereby is, authorized to execute and deliver the Plan of Merger and the Nevada Articles, with such changes therein as any officer executing the Plan of Merger or the Nevada Articles shall approve, such approval to be conclusively evidenced by such officer's execution thereof; and further

General

RESOLVED, that each of the officers of the Corporation be, and hereby is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and deliver any and all articles, certificates, agreements, plans, instruments, reports, schedules, statements, consents, documents and information, and any and all amendments, restatements or supplements to any and all of the foregoing, and to incur all such fees and expenses as in such officer's judgment shall be necessary, appropriate or advisable with respect to the transactions contemplated by the foregoing resolutions, and to take all other actions that such officer deems necessary, appropriate or advisable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise to effectuate and carry out the purposes of the foregoing resolutions and to permit the transactions contemplated by the foregoing resolutions to be lawfully consummated, the taking of any such actions and the execution of any such agreements or other documents conclusively to evidence the due authorization thereof by the Corporation; and further

RESOLVED, that all lawful actions previously taken by any officer, director, representative or agent of the Corporation, by or on behalf of the Corporation or any of its affiliates in connection with the transactions contemplated by the foregoing resolutions be, and each of the same hereby is, adopted, ratified, confirmed and approved in all respects as the act and deed of the Corporation; and further

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and empowered to certify as to all matters pertaining to the acts, transactions or agreements contemplated in the foregoing resolutions.

05-102
(11-06/26)

3333

b. ■

a. T Code ■ 13021

This report **MUST** be filed to
satisfy franchise tax requirements

TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT

Corporation name and address

PARKER DRILLING OFFSHORE CORPORATION
1401 Enclave Parkway, Suite 600
Houston, TX 77077-2054

c. Taxpayer identification number ■ 1-76-0409092-2	d. Report year ■ 2007
---	--------------------------

e. PIR / IND <input type="checkbox"/> 1 <input type="checkbox"/> 4	Secretary of State file number or, if none, Comptroller unchartered number 9 ■
Item k on Franchise Tax Report, Form 05-142	0800069705

Please mark through any incorrect information, and type or print the correct information.

The following information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

- Blacken this circle completely if there are currently no changes to the information preprinted in Section A of this report. Then, complete Sections B and C.

Corporation's principal office
1401 Enclave Parkway, Suite 600, Houston, TX 77077-2054
Principal place of business
Houston, TX



Please sign below! Officer and director information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers and directors change throughout the year.

SECTION A. Name, title, and mailing address of each officer and director.

NAME See Schedule 1	TITLE	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
NAME	TITLE	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
NAME	TITLE	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
NAME	TITLE	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
NAME	TITLE	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
NAME	TITLE	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)

SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation or limited liability company.

Name of owned (subsidiary) corporation or limited liability company See Schedule 2	State of inc./organization	Texas SOS file number	Percentage Interest 0.0000
Name of owned (subsidiary) corporation or limited liability company	State of inc./organization	Texas SOS file number	Percentage Interest 0.0000

SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company.

Name of owning (parent) corporation or limited liability company Parker North America Operations, Inc.	State of inc./organization NV	Texas SOS file number 800300212	Percentage Interest 100.0000
---	----------------------------------	------------------------------------	---------------------------------

Registered agent and registered office currently on file. (See instructions if you need to make changes.)

Agent: C T Corporation System
Office: 1021 Main Street, Suite 1150
Houston, TX 77002

- Blacken this circle if you need forms to change the registered agent or registered office information.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this, or a related, corporation or limited liability company.

sign here Officer, director, or other authorized person David W. Tucker	Title Treasurer	Date 11-14-07	Daytime phone (Area code and number) (281) 406-2000
---	--------------------	------------------	--

Parker Drilling Offshore Corporation
Texas Franchise Tax Public Information Report
2007

Attachment To Form 05-102

Schedule 1
1-76-0409092-2

07330130252

Name	Title	Director
R. Allen Henley 1401 Enclave Parkway, Suite 600 Houston, TX 77077-2054	President	X
Bruce J. Korver 1401 Enclave Parkway, Suite 600 Houston, TX 77077-2054	Vice President	X
David W. Tucker 1401 Enclave Parkway, Suite 600 Houston, TX 77077-2054	Vice President & Treasurer	X
Bruce J. Korver 1401 Enclave Parkway, Suite 600 Houston, TX 77077-2054	Secretary	
Todd Migliore 1401 Enclave Parkway, Suite 600 Houston, TX 77077-2054	Assistant Secretary & Assistant Treasurer	

Parker Drilling Offshore Corporation
2007 Texas Franchise Tax Return
List of Owned Subsidiaries

Attachment To Form 05-102

Schedule 2
1-76-0409092-2

<u>Name of Corporation</u>	<u>State of Incorp.</u>	<u>TX Charter</u>	<u>% Owned</u>
Parker Drilling Offshore USA, L.L.C.	OK	0703700223	100
Parker Technology, L.L.C.	LA	0800313176	100
Parker Tools, L.L.C.	OK	N/A	100
Quail USA, L.L.C.	OK	0800255355	100
PD Servicios Integrales, S. de R.L. de C.V.	Mexico	N/A	100
Mallard Drilling of South America, Inc.	Cayman Islands	N/A	100
Mallard Argentine Holdings, Ltd.	Cayman Islands	N/A	100
Mallard Drilling of Venezuela, Inc.	Cayman Islands	N/A	100
Parker Drilling Offshore International, Inc.	Cayman Islands	N/A	100

07330130252

PARKER DRILLING OFFSHORE CORPORATION

Business Entity Information

Status:	Active	File Date:	2/05/2002
Type:	Domestic Corporation	Entity Number:	C3045-2002
Qualifying State:	NV	List of Officers Due:	2/28/2011
Managed By:		Expiration Date:	
NV Business ID:	NV20021223614	Business License Exp:	2/28/2011

Registered Agent Information

Name:	THE CORPORATION TRUST COMPANY OF NEVADA	Address 1:	311 S DIVISION ST
Address 2:		City:	CARSON CITY
State:	NV	Zip Code:	89703
Phone:		Fax:	
Mailing Address 1:		Mailing Address 2:	
Mailing City:		Mailing State:	NV
Mailing Zip Code:			
Agent Type:	Commercial Registered Agent - Corporation		
Jurisdiction:	NEVADA	Status:	Active

Financial Information

No Par Share Count:	0	Capital Amount:	\$ 1,000.00
Par Share Count:	1,000.00	Par Share Value:	\$ 1.00

Officers

☐ Include Inactive Officers

President - R. ALLEN HENLEY

Address 1:	5 GREENWAY PLAZA, SUITE 100	Address 2:	
City:	HOUSTON	State:	TX
Zip Code:	77046-2000	Country:	USA
Status:	Active	Email:	

Director - R. ALLEN HENLEY

Address 1:	5 GREENWAY PLAZA, SUITE 100	Address 2:	
City:	HOUSTON	State:	TX
Zip Code:	77046-2000	Country:	USA
Status:	Active	Email:	

Secretary - BRUCE J KORVER

Address 1:	5 GREENWAY PLAZA, SUITE 100	Address 2:	
City:	HOUSTON	State:	TX
Zip Code:	77046-2000	Country:	USA
Status:	Active	Email:	

Treasurer - DAVID W TUCKER

Address 1:	5 GREENWAY PLAZA, SUITE 100	Address 2:	
City:	HOUSTON	State:	TX
Zip Code:	77046-2000	Country:	USA
Status:	Active	Email:	

Actions\Amendments

Action Type:	Amendment		
Document Number:	C3045-2002-003	# of Pages:	1
File Date:	2/05/2002	Effective Date:	

CERTIFIED COPY OF ARTICLES OF CONVERSION FILED CONVERTING PARKER DRILLING OFFSHORE CORPORATION, A (TX) CORPORATION NOT QUALIFIED IN NEVADA, INTO THIS NEVADA ENTITY. (2) PGS. (FILING FEE \$325.00) PXE

Action Type:	Articles of Incorporation		
Document Number:	C3045-2002-001	# of Pages:	4
File Date:	2/05/2002	Effective Date:	

(No notes for this action)

Action Type:	Initial List		
Document Number:	C3045-2002-008	# of Pages:	1
File Date:	3/04/2002	Effective Date:	

(No notes for this action)

Action Type:	Registered Agent Change		
Document Number:	C3045-2002-004	# of Pages:	1
File Date:	12/26/2002	Effective Date:	

**CSC SERVICES OF NEVADA, INC. ROOM E
502 EAST JOHN STREET CARSON CITY NV 89706 RXS**

Action Type:	Merger		
Document Number:	C3045-2002-005	# of Pages:	4
File Date:	12/30/2002	Effective Date:	

ARTICLES OF MERGER FILED MERGING PARKER DRILLING COMPANY LIMITED, (OK), NOT QUALIFIED IN NEVADA, AND PARKER DRILLING U.S.A. LTD., (NV), C3346-1977, INTO THIS CORPORATION. EFFECTIVE DATE 12-31-02 (9)PGS CHM

Action Type:	Annual List		
Document Number:	C3045-2002-007	# of Pages:	2
File Date:	3/08/2003	Effective Date:	

(No notes for this action)

Action Type:	Merger		
Document Number:	C3045-2002-006	# of Pages:	6
File Date:	9/30/2003	Effective Date:	

ARTICLES OF MERGER FILED MERGING PARKER ENERGY RESOURCES, INC., A (TX) CORPORATION, NOT QUALIFIED IN NEVADA AND MALLARD PERU HOLDINGS, INC., A (DE) CORPORATION, NOT QUALIFIED IN NEVADA, INTO THIS CORPORATION.

(6) PGS. DEG

Action Type:	Annual List		
Document Number:	C3045-2002-002	# of Pages:	2
File Date:	3/10/2004	Effective Date:	

List of Officers for 2004 to 2005

Action Type:	Annual List		
Document Number:	20050072092-37	# of Pages:	2
File Date:	2/28/2005	Effective Date:	

(No notes for this action)

Action Type:	Annual List		
Document Number:	20060112131-97	# of Pages:	1
File Date:	2/24/2006	Effective Date:	

(No notes for this action)

Action Type:	Annual List		
Document Number:	20070033581-79	# of Pages:	1
File Date:	1/16/2007	Effective Date:	

(No notes for this action)

Action Type:	Annual List		
Document Number:	20080074823-84	# of Pages:	1
File Date:	2/01/2008	Effective Date:	

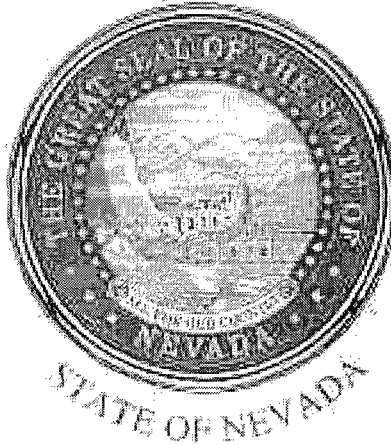
(No notes for this action)

Action Type:	Annual List		
Document Number:	20090093899-09	# of Pages:	1
File Date:	2/03/2009	Effective Date:	

(No notes for this action)

Action Type:	Annual List		
Document Number:	20100104288-96	# of Pages:	1
File Date:	2/19/2010	Effective Date:	
(No notes for this action)			

SECRETARY OF STATE

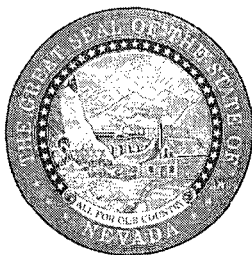


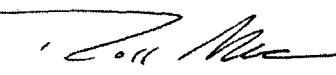
CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PARKER DRILLING OFFSHORE CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 5, 2002, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on March 12, 2010.




ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20100312-1700
You may verify this electronic certificate
online at <http://www.nvsos.gov/>

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Certificates/Certified Copies

The following items were Certified for Job **C20100312-1700**

Description	Date Issued
WEB CERTIFICATE OF GOOD STANDING SHORT FOR PARKER DRILLING OFFSHORE CORPORATION C3045-2002	3/12/2010 1:17:13 PM

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